

802-21

From: [REDACTED]  
To: "mike verne" <mverne@ftc.gov>  
Date: 6/26/02 10:15AM  
Subject: Question

Hi Mike. Thanks for your voice mail message regarding my option question. Here's another one for you.

I know that a spun off company gets the benefit of filings made by its former UPE while it was owned by the UPE. Does it also get the benefit of filings made by its former UPE prior to the time that it was owned by the UPE? Here's the scenario:

Company A files for the acquisition of a minority voting security interest in Company B and completes the acquisition. One year later, Company A acquires Company C (after filing and waiting as required by the HSR Act). Two years later, Company C is spun off from Company A. Company C now wants to acquire securities of Company B. It is within 5 years of the original Company A filing and a new threshold will not be crossed.

Can Company C rely on the filing made by Company A?

Thanks,

[REDACTED]

NO - 802-21 DOES NOT APPLY. (1) THE ORIGINAL FILING BY A IN THE ACQUISITION OF B VLS CONTAINED NO INFORMATION ON C. (2) MORE IMPORTANTLY, C NEVER HELD, AND DOES NOT CURRENTLY HOLD ANY VLS OF B. N. OVUKA CONCURS.

*Bencher*  
6/26/02